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OSTER Researching Services

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RECORDATION NO. 16168-BBBB FILED 1625
JUN 1 1995 - 10 05 AM
INTERSTATE COMMERCE COMMISSION

June 1, 1995

Mr. Vernon Williams
Secretary
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for filing with the Interstate Commerce Commission is a Partial Termination of Security Agreement dated May 10, 1995, involving First National Bank of Boston and Helm Financial Corporation.

This agreement releases the following railroad equipment from the Security Agreement dated January 17, 1989, ICC Recordation #16168:

22, SD40-2 Locomotives
KCS 608-629

Please file this agreement as a secondary document to ICC Recordation #16168. The filing fee of \$21 is enclosed.

Thank you for your assistance.

Sincerely,

Mary A Oster

Mary Ann Oster
Research Consultant

Enclosures

Center for - Mary A Oster

RECEIVED
OFFICE OF THE
SECRETARY
JUN 1 10 03 AM '95
LICENSING BRANCH



Interstate Commerce Commission
Washington, D.C. 20423-0001

6/1/95

Office Of The Secretary

Mary Ann Oster
Research Consultant
Oster Researching Services
12897 Colonial Drive
Mt. Airy, MD., 2 1771

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 6/1/95 at 10:05AM , and assigned recordation number(s). 16168-BBBB

Sincerely yours,

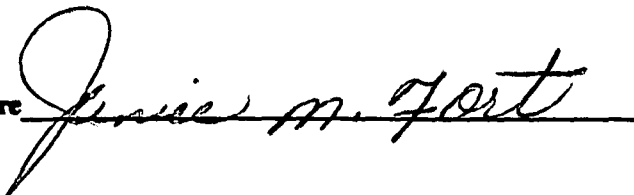

Vernon A. Williams
Secretary

Enclosure(s)

(0100641006)

\$21/00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



16168-BBBB
JUN 1 1995

PARTIAL TERMINATION OF
SECURITY AGREEMENT

THIS PARTIAL TERMINATION OF SECURITY AGREEMENT ("Termination") is made as of May 10, 1995 by THE FIRST NATIONAL BANK OF BOSTON, a national banking association (the "Agent"), as agent for itself and for Continental Bank, N.A. and Union Bank (collectively, the "Banks") under a Credit Agreement dated as of January 15, 1992, as amended from time to time, for the benefit of HELM FINANCIAL CORPORATION, a California corporation ("Helm").

1. Recitals. Helm owns the twenty-two (22) locomotives bearing Association of American Railroad ("AAR") Designation Numbers set forth in Exhibit A attached hereto (the "Units"). Helm has granted a blanket security interest in all of its assets now owned or hereafter acquired (the "Collateral"), to the Agent, for the benefit of the Banks, upon the terms and conditions provided in that certain Security Agreement, dated as of January 17, 1989, between Helm and the Agent (the "Security Agreement") and filed at the Interstate Commerce Commission ("ICC") under Recordation No. 16168 filed on January 18, 1989 at 10:55 a.m.

Helm has sold or is planning to sell the Units to a third party as permitted by the Security Agreement and desires to do so free and clear of any lien or security interest of the Agent. Pursuant to the terms of the Security Agreement, the Agent, on behalf of the Banks, and Helm desire to terminate the Agent's security interest in the Units.

2. Termination of Security Interest. The Banks' security interest in the Units shall be and is hereby terminated upon the filing of this Termination with the ICC and all of the Agent's right, title and interest in and to the Units shall and has become null and void.

This Release shall have no effect on the Bank security interest in and lien on any Collateral other than the Units and said security interest in and lien on such other Collateral is hereby reaffirmed.

IN WITNESS THEREOF, the Agent, pursuant to due authority, has executed this Termination as of the date indicated below its signature.

THE FIRST NATIONAL BANK OF BOSTON, as Agent

By: [Signature]

Title: Vice President

Date: 5/30/95

CM

EXHIBIT A

To the Partial Termination of Security Agreement dated May 10, 1995 by **THE FIRST NATIONAL BANK OF BOSTON**, a national banking association, as agent for itself and for Continental Bank, N.A. and Union Bank under a Credit Agreement dated as of January 15, 1992, as amended from time to time, for the benefit of **HELM FINANCIAL CORPORATION**, a California corporation.

Description of Equipment:

Twenty-two (22) SD40-2 Locomotives

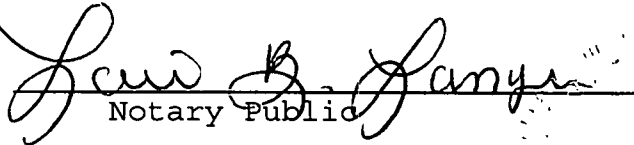
Units' AAR Designation Numbers:

<u>Old Unit Numbers:</u>	<u>New Unit Numbers:</u>	<u>Former Overhaul Type:</u>
UP 3036	KCS 608	SD40
UP 3084	KCS 609	SD40
CNW 919	KCS 610	SD45
CNW 937	KCS 611	SD45
CNW 943	KCS 612	SD45
CNW 969	KCS 613	SD45
CNW 970	KCS 614	SD45
BN 6405	KCS 615	SD45
BN 6420	KCS 616	SD45
CNW 6476	KCS 617	SD45
CNW 6509	KCS 618	SD45
BN 6683	KCS 619	SD45
CSX 8902	KCS 620	SD45
CSX 8904	KCS 621	SD45
CSX 8906	KCS 622	SD45
CSX 8919	KCS 623	SD45
CSX 8922	KCS 624	SD45
CSX 8926	KCS 625	SD45
CSX 8928	KCS 626	SD45
CSX 8930	KCS 627	SD45
CSX 8932	KCS 628	SD45
CSX 8933	KCS 629	SD45

CMM

COMMONWEALTH OF MASSACHUSETTS)
) S
COUNTY OF SUFFOLK)

On this 30 day of May, 1995 before me, personally appeared Dexter Freeman, to me personally know, who being by me duly sworn, says that he is a Vice President of **THE FIRST NATIONAL BANK OF BOSTON**, that said instrument was signed on behalf of said association by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.


Notary Public

My Commission Expires:

LORI B. LANGER
Notary Public
My Commission Expires Feb. 24, 2000